

ALVORD AND ALVORD  
ATTORNEYS AT LAW  
1050 SEVENTEENTH STREET, N W  
SUITE 301  
WASHINGTON, D C  
20036

ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

(202) 393-2266  
FAX (202) 393-2156  
E-MAIL alvordlaw@aol.com



December 23, 2009

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

RECORDATION NO. 28110 FILED

DEC 23 '09 -10 30 AM

SURFACE TRANSPORTATION BOARD

Master Service Contract C-7339, Rider 8

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of December 16, 2009, a primary document as defined in the Board's Rules for the Recordation of Documents.

The name and address of the party to the enclosed document are:

Lessor: American Railcar Leasing LLC  
620 North Second Street  
St. Charles, Missouri 63301

Lessee: Omya, Incorporated  
39 Main Street  
Proctor, VT 05765

Section Chief  
December 23, 2009  
Page 2

A description of the railroad equipment covered by the enclosed document is:

125 railcars: SHPX 206276 - SHPX 206400.

A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Alvord', with a long horizontal flourish extending to the right.

Robert W Alvord

RWA/sem  
Enclosures

## **MEMORANDUM OF LEASE**

This Memorandum of Lease is prepared and filed by American Railcar Leasing LLC, a Delaware limited liability company, on behalf of (i) itself as lessor and/or as assignee of ACF Industries, Incorporated, ACF Industries LLC, American Railcar Industries, Inc., and/or ACF Acceptance LLC as the sole member of various ACF Acceptance entities, and/or (ii) as manager for one or more of the following affiliated lessors: ARI First LLC, ARI Second LLC, ARI Third LLC and Shippers Third LLC, all with respect to Omya, Incorporated, a Vermont Corporation, ("Lessee").

ACF Industries, Incorporated (as assignor or lessor, herein, "Lessor") and Lessee have entered into that certain Master Service Contract C-7339, rider 8 dated as of 1/13/03 (as amended, changed, assigned, modified and supplemented from time to time, together with any schedules and exhibits thereto, the "Lease"), pursuant to which Lessee leased the railcars listed on Schedule A attached hereto from Lessor on the terms and conditions set forth therein, and from time to time may lease other railcars bearing the reporting marks SHPX

REGISTRATION NO. 28110 FILED

DEC 23 '00 -10 30 AM

U.S. DEPARTMENT OF TRANSPORTATION BOARD

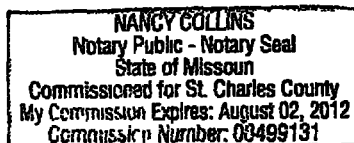
This Memorandum of Lease is prepared for registration purposes and is not intended to amend the terms and conditions of the Lease.

AMERICAN RAILCAR LEASING LLC

By: *Umesh Choksi*  
Name: Umesh Choksi  
Title: CFO & Treasurer

STATE OF MISSOURI                    )  
  ) ss.:  
COUNTY OF ST. CHARLES            )

On this 16<sup>th</sup> day of Dec, 2009, before me, personally appeared Umesh Choksi, to me personally known, who being by me duly sworn, says that he resides at St. Louis County, Missouri and is the CFO & Treasurer of American Railcar Leasing LLC, that said instrument was signed on the date hereof on behalf of said company by authority of its governing body; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said company.



*Nancy Collins*  
Notary Public  
My commission expires on 8/2/2012

# Schedule A

## Equipment

Omya, Inc.

Contract C-7339 rider 8

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
125			
	Tank	SHPX	206276
	Tank	SHPX	206277
	Tank	SHPX	206278
	Tank	SHPX	206279
	Tank	SHPX	206280
	Tank	SHPX	206281
	Tank	SHPX	206282
	Tank	SHPX	206283
	Tank	SHPX	206284
	Tank	SHPX	206285
	Tank	SHPX	206286
	Tank	SHPX	206287
	Tank	SHPX	206288
	Tank	SHPX	206289
	Tank	SHPX	206290
	Tank	SHPX	206291
	Tank	SHPX	206292
	Tank	SHPX	206293
	Tank	SHPX	206294
	Tank	SHPX	206295
	Tank	SHPX	206296
	Tank	SHPX	206297
	Tank	SHPX	206298
	Tank	SHPX	206299
	Tank	SHPX	206300
	Tank	SHPX	206301
	Tank	SHPX	206302
	Tank	SHPX	206303
	Tank	SHPX	206304
	Tank	SHPX	206305
	Tank	SHPX	206306
	Tank	SHPX	206307
	Tank	SHPX	206308

# Schedule A

## Equipment

Omya, Inc.

Contract C-7339 rider 8

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
125			
	Tank	SHPX	206309
	Tank	SHPX	206310
	Tank	SHPX	206311
	Tank	SHPX	206312
	Tank	SHPX	206313
	Tank	SHPX	206314
	Tank	SHPX	206315
	Tank	SHPX	206316
	Tank	SHPX	206317
	Tank	SHPX	206318
	Tank	SHPX	206319
	Tank	SHPX	206320
	Tank	SHPX	206321
	Tank	SHPX	206322
	Tank	SHPX	206323
	Tank	SHPX	206324
	Tank	SHPX	206325
	Tank	SHPX	206326
	Tank	SHPX	206327
	Tank	SHPX	206328
	Tank	SHPX	206329
	Tank	SHPX	206330
	Tank	SHPX	206331
	Tank	SHPX	206332
	Tank	SHPX	206333
	Tank	SHPX	206334
	Tank	SHPX	206335
	Tank	SHPX	206336
	Tank	SHPX	206337
	Tank	SHPX	206338
	Tank	SHPX	206339
	Tank	SHPX	206340
	Tank	SHPX	206341

# Schedule A

## Equipment

Omya, Inc.

Contract C-7339 rider 8

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
125			
	Tank	SHPX	206342
	Tank	SHPX	206343
	Tank	SHPX	206344
	Tank	SHPX	206345
	Tank	SHPX	206346
	Tank	SHPX	206347
	Tank	SHPX	206348
	Tank	SHPX	206349
	Tank	SHPX	206350
	Tank	SHPX	206351
	Tank	SHPX	206352
	Tank	SHPX	206353
	Tank	SHPX	206354
	Tank	SHPX	206355
	Tank	SHPX	206356
	Tank	SHPX	206357
	Tank	SHPX	206358
	Tank	SHPX	206359
	Tank	SHPX	206360
	Tank	SHPX	206361
	Tank	SHPX	206362
	Tank	SHPX	206363
	Tank	SHPX	206364
	Tank	SHPX	206365
	Tank	SHPX	206366
	Tank	SHPX	206367
	Tank	SHPX	206368
	Tank	SHPX	206369
	Tank	SHPX	206370
	Tank	SHPX	206371
	Tank	SHPX	206372
	Tank	SHPX	206373
	Tank	SHPX	206374

# Schedule A

## Equipment

Omya, Inc.

Contract C-7339 rider 8

<u>Quantity</u>	<u>Description</u>	<u>Reporting Marks</u>	<u>Road Numbers</u>
125			
	Tank	SHPX	206375
	Tank	SHPX	206376
	Tank	SHPX	206377
	Tank	SHPX	206378
	Tank	SHPX	206379
	Tank	SHPX	206380
	Tank	SHPX	206381
	Tank	SHPX	206382
	Tank	SHPX	206383
	Tank	SHPX	206384
	Tank	SHPX	206385
	Tank	SHPX	206386
	Tank	SHPX	206387
	Tank	SHPX	206388
	Tank	SHPX	206389
	Tank	SHPX	206390
	Tank	SHPX	206391
	Tank	SHPX	206392
	Tank	SHPX	206393
	Tank	SHPX	206394
	Tank	SHPX	206395
	Tank	SHPX	206396
	Tank	SHPX	206397
	Tank	SHPX	206398
	Tank	SHPX	206399
	Tank	SHPX	206400



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: 12/23/09



Robert W Alvord